

B1 (Official Form 1)(1/08)

United States Bankruptcy Court Southern District of Texas				Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle): Baseline Oil & Gas Corp.			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): FDBA College Oaks Investments, Inc.			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 30-0226902			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)		
Street Address of Debtor (No. and Street, City, and State): 411 N. Sam Houston Pkwy E., Suite 300 Houston, TX			Street Address of Joint Debtor (No. and Street, City, and State):		
ZIP Code 77060			ZIP Code		
County of Residence or of the Principal Place of Business: Harris			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address): P.O. Box 672906 Houston, TX			Mailing Address of Joint Debtor (if different from street address):		
ZIP Code 77267			ZIP Code		
Location of Principal Assets of Business Debtor (if different from street address above): Matagorda County, TX and Stephens County, TX					
Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <div style="display: flex; justify-content: space-between;"> <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input checked="" type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000 </div>					
Estimated Assets <div style="display: flex; justify-content: space-between;"> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion </div>					
Estimated Liabilities <div style="display: flex; justify-content: space-between;"> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion </div>					

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

Baseline Oil & Gas Corp.**All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet)

Location

Where Filed: **- None -**

Case Number:

Date Filed:

Location

Where Filed:

Case Number:

Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor:

- None -

Case Number:

Date Filed:

District:

Relationship:

Judge:

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☒ Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).

X

Signature of Attorney for Debtor(s)

(Date)

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

☒ No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box)

- ☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- ☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- ☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

- ☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

- ☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- ☐ Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- ☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition*(This page must be completed and filed in every case)*

Name of Debtor(s):

Baseline Oil & Gas Corp.**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney*

X **/s/ Rhett G. Campbell** _____
Signature of Attorney for Debtor(s)

Rhett G. Campbell 03714500 _____
Printed Name of Attorney for Debtor(s)

Thompson & Knight, LLP _____
Firm Name
333 Clay Street
Suite 3300
Houston, TX 77002

Address

(713) 654-8111 Fax: (713) 654-1871 _____
Telephone Number

August 28, 2009 _____
Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X **/s/ Thomas R. Kaetzer** _____
Signature of Authorized Individual

Thomas R. Kaetzer _____
Printed Name of Authorized Individual

Chief Executive Officer _____
Title of Authorized Individual

August 28, 2009 _____
Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

BASELINE OIL & GAS CORP.

**ACTION BY UNANIMOUS WRITTEN CONSENT OF THE
BOARD OF DIRECTORS OF BASELINE OIL & GAS CORP.**

Baseline Oil & Gas Corp., a Nevada corporation (the "Company"), and the undersigned, being all the members of the board of directors (the "Board"), do hereby unanimously adopt and consent in writing to the following resolutions, which actions shall have the same force and effect as if taken by an affirmative vote at a duly called and held meeting, and do hereby waive any notice required in connection therewith:

WHEREAS, the Board has evaluated the Company's Capital alternatives in connection with a possible restructuring and have determined that the filing of a voluntary petition under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") is in the best interest of the Company;

RESOLVED, that the Company shall be, and hereby is, authorized to cause the Company to file a voluntary petition (the "Petition") for relief under the Bankruptcy Code, in the United States Bankruptcy Court for the Southern District of Texas, or such other court as the Company or appropriate officer or officers of the Company shall determine to be appropriate (the "Bankruptcy Court"), and perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to affect any of the foregoing;

FURTHER RESOLVED, that any officer of the Company, including any chief executive officer, any chief financial officer, any president, any executive vice-president, any senior vice-president, any vice-president, any manager, any secretary, any assistant secretary, or any treasurer (each, a "Designated Officer"), shall be, and each of them, acting alone, hereby is, authorized, directed and empowered on behalf of, and in the name of the Company to: (a) execute, acknowledge, deliver, and verify the Petition and all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made before execution thereof any modifications to the Petition or ancillary documents as any such Designated Officer, in such officer's discretion, deems necessary or desirable to carry out the intent and accomplish the purpose of these resolutions (such approval to be conclusively established by the execution thereof by such Designated Officer); (b) execute, acknowledge, deliver, verify and file or cause to be filed all petitions, schedules, statements, lists, motions, applications, and other papers or documents necessary or desirable in connection with the foregoing; (c) execute, acknowledge, deliver, and verify any and all other documents necessary or appropriate in connection therewith or to administer the Company's chapter 11 case in such forum or forums as any such Designated Officer may approve; and (d) take any action consistent with these resolutions, including the filing of the retention of professionals and the incurrence of debt;

FURTHER RESOLVED, that the Designated Officers shall be, and each of them hereby is, authorized, directed and empowered to retain, on behalf of the Company: (a) Thompson & 513796 000004 HOUSTON 643859.3

Knight LLP; (b) Grant Thornton LLP; and (c) such professionals, including attorneys, accountants, financial advisors, investment bankers, actuaries, consultants, noticing agents, or brokers, in the case as in such Designated Officer's or Designated Officers' judgment may be necessary in connection with the Company's Chapter 11 case and other related matters, on such terms as such officer or officers shall approve;

FURTHER RESOLVED, that the law firm Thompson & Knight LLP and any additional special counsel selected by a Designated Officer, if any, shall be, and hereby are, authorized, empowered and directed to represent the Company, as debtor and debtor-in-possession, in connection with any chapter 11 case commenced by or against it under the Bankruptcy Code;

FURTHER RESOLVED, that the Company, as debtor, and debtor-in-possession under chapter 11 of the Bankruptcy Code, shall be, and hereby is, authorized to (a) enter into a debtor-in-possession financing facility, exit facility, and agreement regarding the use of cash collateral and any associated documents, or otherwise obtain Bankruptcy Court authority to use cash collateral, and consummate the transactions contemplated therein or thereby (collectively, the "Financing Transactions") with such lenders on such terms as may be approved by any one or more of the Designated Officers, as may be reasonably necessary for the continuing conduct of the affairs of the company; and (b) pay related fees and grant security interests in and liens upon some, all or substantially all of the company's assets, as may be necessary by any one or more of the Designated Officers in connection with the Financing Transactions;

FURTHER RESOLVED, that (a) the Designated Officers shall be, and each of them, acting alone, hereby is, authorized, directed, and empowered in the name of, and on behalf of the Company, as debtor and debtor-in-possession, the Company, to take such actions and execute, acknowledge, deliver, and verify such agreements, certificates, instruments, guarantees, notices and any and all documents as the Designated Officers may deem necessary or appropriate to facilitate the Financing Transactions (collectively, the "Financing Documents"); the Financing Documents containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or appropriate by the Designated Officers are approved; and (c) the actions of any Designated Officer taken pursuant to this resolution, including the execution and delivery of all agreements, certificates, instruments, guarantees, notices and other documents, shall be conclusive evidence of the approval thereof by such officer, and by the company;

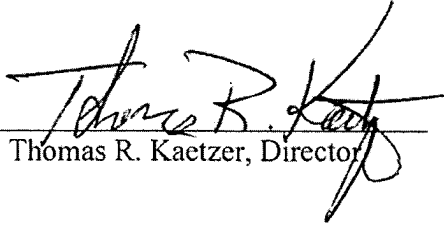
FURTHER RESOLVED, that, in addition to the specific authorizations herefore conferred upon the Designated Officers, each of the officers of the Company or their designee shall be, and each of them, acting alone, hereby is authorized, directed and empowered, in the name of, and on behalf of, the company to take or cause to be taken any and all such further actions to execute, acknowledge, deliver, and verify any and all such agreements, certificates, instruments, amendments, and other documents and to pay all expenses, including filing fees in the case, as in such officer's or officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purpose of the resolutions adopted herein;

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken or to be taken by any officer or officers of the Company in connection with the implementation of these resolutions in all respects are hereby ratified, confirmed, and approved; and

FURTHER RESOLVED, that the secretary and any assistant secretary of the Company, are hereby authorized to certify and deliver, to any person to whom such certification and delivery may be necessary or appropriate in the opinion of such secretary or assistant secretary, a true copy of the foregoing resolutions:

[Signature pages to follow]

IN WITNESS WHEREOF, each of the undersigned has caused this consent to be executed as of the 27th day of August, 2009.

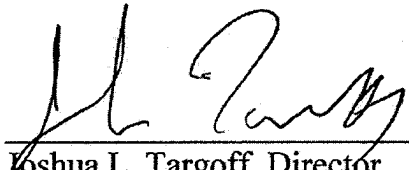


Thomas R. Kaetzer, Director

Joshua L. Targoff, Director

IN WITNESS WHEREOF, each of the undersigned has caused this consent to be executed as of the 27th day of August, 2009.

Thomas R. Kaetzer, Director



Joshua L. Targoff, Director

United States Bankruptcy Court
Southern District of Texas

In re **Baseline Oil & Gas Corp.**,
 Debtor

Case No. _____

Chapter **11**

Exhibit "A" to Voluntary Petition

1. If any of debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is **000-51888**.
2. The following financial data is the latest available information and refers to debtor's condition on **June 30, 2009**.

a. Total assets	\$	<u>48,500,000.00</u>	
b. Total debts (including debts listed in 2.c., below)	\$	<u>138,913,478.00</u>	
c. Debt securities held by more than 500 holders.			Approximate number of holders
secured / / unsecured / / subordinated / /	\$	<u>0.00</u>	<u>0</u>
secured / / unsecured / / subordinated / /	\$	<u>0.00</u>	<u>0</u>
secured / / unsecured / / subordinated / /	\$	<u>0.00</u>	<u>0</u>
secured / / unsecured / / subordinated / /	\$	<u>0.00</u>	<u>0</u>
secured / / unsecured / / subordinated / /	\$	<u>0.00</u>	<u>0</u>
d. Number of shares of preferred stock		<u>0</u>	<u>0</u>
e. Number of shares of common stock		<u>151,497,530</u>	<u>128</u>

Comments, if any:

Total assets value represents the estimated liquidation value.

3. Brief description of debtor's business:
Baseline Oil & Gas Corp. is an independent exploration and production company primarily engaged in the acquisition, development, production and exploration of oil and natural gas properties onshore in the United States.
4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:
Third Point, LLC; Third Point Qualified Partners, LP; Third Point Partners, LP; John V. Lovoi; JVL Advisors, LLC; JVL Global Energy, LP; Alan Gaines

B4 (Official Form 4) (12/07)

United States Bankruptcy Court
Southern District of Texas

In re **Baseline Oil & Gas Corp.**

Debtor(s)

Case No.

Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
A-Texian Compressor, Inc. 111 Skytop Rd. P.O. Box 249 Telferner, TX 77988	A-Texian Compressor, Inc. 111 Skytop Rd. P.O. Box 249 Telferner, TX 77988			29,816.62
AGA Services, Inc. P.O. Box 166 Breckenridge, TX 76424	AGA Services, Inc. P.O. Box 166 Breckenridge, TX 76424			7,576.25
Arnold Oil Company 5422 Ayers P.O. Box 7889 Corpus Christi, TX 78467	Arnold Oil Company 5422 Ayers P.O. Box 7889 Corpus Christi, TX 78467			5,778.37
Basic Energy Services LP P.O. Box 841903 Dallas, TX 75284-1903	Basic Energy Services LP P.O. Box 841903 Dallas, TX 75284-1903			15,285.58
Borets Weatherford US, Inc. P.O. Box 203739 Houston, TX 77216	Borets Weatherford US, Inc. P.O. Box 203739 Houston, TX 77216			54,560.22
Brazos River Authority P.O. Box 7555 Waco, TX 76714	Brazos River Authority P.O. Box 7555 Waco, TX 76714			3,853.27
Breckenridge Services P.O. Box 1498 Breckenridge, TX 76424	Breckenridge Services P.O. Box 1498 Breckenridge, TX 76424			4,516.76
CC Forbes Co., L.P. P.O. Box 250 Alice, TX 78333	CC Forbes Co., L.P. P.O. Box 250 Alice, TX 78333			23,662.20
CDI Energy Services P.O. Box 974594 Dallas, TX 75397	CDI Energy Services P.O. Box 974594 Dallas, TX 75397			70,301.12
Champion Technologies P.O. Box 2243 Houston, TX 77252	Champion Technologies P.O. Box 2243 Houston, TX 77252			94,411.30
Compressor Systems, Inc. P.O. Box 841807 Dallas, TX 75284	Compressor Systems, Inc. P.O. Box 841807 Dallas, TX 75284			16,680.86

B4 (Official Form 4) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Fox Tank Company P.O. Box 2260 Breckenridge, TX 76424	Fox Tank Company P.O. Box 2260 Breckenridge, TX 76424			10,625.00
Howe Excavation 5827 CR 120 Clyde, TX 79510	Howe Excavation 5827 CR 120 Clyde, TX 79510			4,350.00
J & J Oilfield Electric Co. 405 East Walker Breckenridge, TX 76424	J & J Oilfield Electric Co. 405 East Walker Breckenridge, TX 76424			58,111.30
Production Pump P.O. Box 201791 Dallas, TX 75320	Production Pump P.O. Box 201791 Dallas, TX 75320			6,175.29
Shack Acidizing P.O. Box 655 Albany, TX 76430	Shack Acidizing P.O. Box 655 Albany, TX 76430			7,870.98
Texas Tank Trucks P.O. Box 1723 Breckenridge, TX 76424	Texas Tank Trucks P.O. Box 1723 Breckenridge, TX 76424			4,019.63
The Banks Group, Inc. P.O. Box 12851 Austin, TX 78711	The Banks Group, Inc. P.O. Box 12851 Austin, TX 78711			6,950.59
Valerus Compression Services 919 Milam Suite 1000 Houston, TX 77002	Valerus Compression Services 919 Milam Suite 1000 Houston, TX 77002			4,871.25
WCG Consulting, LLC 4725 Neiman Rd. Brookshire, TX 77423	WCG Consulting, LLC 4725 Neiman Rd. Brookshire, TX 77423			11,640.00

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Chief Executive Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date **August 28, 2009**

Signature **/s/ Thomas R. Kaetzer**
Thomas R. Kaetzer
Chief Executive Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
 18 U.S.C. §§ 152 and 3571.

24 Hour Welding Service
P.O. Box 275
Lolita, TX 77971

411 NSHP Partners, LP
521 W. Wilshire
Suite 100
Oklahoma City, OK 73116

5M Properties, LP
P.O. Box 548
Breckenridge, TX 76424

A&A Pressure Washing
P.O. Box 711
Breckenridge, TX 76424

A-1 Sign Engravers, Inc.
P.O. Box 2641
Midland, TX 79702

A-Texian Compressor, Inc.
111 Skytop Rd.
P.O. Box 249
Telferner, TX 77988

A.J.M. Welding & Lease Service
P.O. Box 103
La Ward, TX 77970

A.R. Knight, Jr.
11293 CR 154
Breckenridge, TX 76424

Aaron D. Nelson
1111 Canyon Maple Rd.
Pflugerville, TX 78660

Ace Transportation
P.O. Box 975357
Dallas, TX 75397

ACME Truck Line Inc.
MSC - 410683
PO Box 415000
Nashville, TN 37241-5000

Adela Nagel & William Nagel
RD #1 Box 99N
Sidney Center, NY 13839

Adelaide Scott Smith
P.O. Box 56429
Houston, TX 77256

Administaff
19001 Crescent Springs Dr.
Kingwood, TX 77339

AFCO
P.O. Box 360572
Pittsburgh, PA 15250

AGA Services, Inc.
P.O. Box 166
Breckenridge, TX 76424

Agua Negra Partnership, Ltd.
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Allgayer, Inc.
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Allis Chalmers Tubular Svc Inc
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